

**WHYDRS
DECENTRALIZED UNINCORPORATED NONPROFIT ASSOCIATION
CERTIFICATE OF ORGANIZATION
AND
STATEMENT OF AUTHORITY**

Article I

The name of this organization shall be WhyDRS (hereinafter the “Association”).

Article II

The Association shall operate on a decentralized basis with no principal physical office.¹ The Association shall adopt a remote-first operating model, ensuring that all essential functions and activities can be performed virtually. Meetings, communications, and decision-making processes shall primarily be conducted through online platforms, ensuring accessibility and participation from all members regardless of their physical location. The Association may establish virtual offices or hubs as needed to support its operations.

Article III

The Association is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Association will broadly (i) serve as an educational resource providing freely available tools and datasets for any investor to understand ownership implications, such as self-custodial, beneficial, and direct ownership systems; (ii) offer tools and datasets for motivated investors to develop thriving communities, impact market landscapes, and benefit owned companies through SEC comments, activist investor groups, or shareholder proposals; (iii) work with regulators to develop a regime prioritizing transparency, accountability, and open access to information for all market participants by increasing disclosure requirements in financial filings regarding ownership distribution, for instance; and (iv) other such expert assistance for companies seeking to grow and work with their community as may be deemed necessary by members and allowable by law.

Article IV

The Association may acquire, hold, encumber, dispose of, and hypothecate an estate or interest in real or personal property in its name. Any administrator of the Association shall be authorized to transfer such assets held in the name of the nonprofit association. Upon dissolution, the assets of the Association shall be distributed to a public benefit corporation, the United States, a state, or another entity recognized as exempt under section 501(c)(3) of the Internal Revenue Code, as determined by a plurality vote of members' interests.

¹ Address of record is the same as that specified in *infra* Article IX.

Article V

To the fullest extent permitted by the State of Wyoming, no administrator or member (a “participant”) of the Association shall have any liability to the Association or its members for monetary damages for breach of duty. If the decentralized unincorporated nonprofit association rules of the State of Wyoming are amended after the date of the filing of this Certificate of Organization to authorize Association action further eliminating or limiting the personal liability of participants, then the liability of each participant of the Association shall be eliminated or limited to the fullest extent permitted by the State of Wyoming, as so amended from time to time. No repeal or modification of this article shall adversely affect any right or protection of a participant existing by virtue of this article at the time of such repeal or modification.

Article VI

The Association shall be governed by its members in accordance with its governing principles, which may include decentralized unincorporated nonprofit association agreements, consensus formation algorithms, smart contracts, or enacted governance proposals. The Association may provide for its governance, in whole or in part, through distributed ledger technology. The governing principles may specify the immutability and accessibility of the distributed ledger technology used by the Association.

Article VII

The members of the Association may select administrators to fulfill administrative or operational tasks at the direction of the membership. The rights and duties of administrators shall be established as part of their authorization to act as administrators. If no administrators are selected, none of the members shall be considered administrators.

Article VIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Wyoming, the Association is expressly authorized to adopt, amend, or repeal the governing principles of the Association. Moreover, the governing principles may define, reduce, or eliminate fiduciary duties. The Association shall also restrict transfer of ownership interests, withdrawal or resignation from the decentralized autonomous organization, and return of capital.

Article IX

The Association’s organizer and sole inaugural administrator is Christopher J. Van Kleeck II and the incorporator’s mailing address is 99 Wall Street #4640, New York, NY 10005.

Article X

The Association shall consist of at least one hundred members joined by mutual consent for a common nonprofit purpose under an agreement, which may be may be in writing, through

digital cryptographic signature, or inferred from conduct. Membership in the Association is open to any person who supports the purpose of the Association and agrees to its governing principles.

Article XI

Unless the Association consents in writing to the selection of an alternative forum, the State of Wyoming shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Association; (b) any action asserting a claim for breach of a ethical duty owed by a participant; (c) any action asserting a claim arising pursuant to any provision of the State of Wyoming, this Certificate of Organization, or the Association's governing principles; or (d) any action asserting a claim governed by the internal affairs doctrine, in each case subject to the Courts of Wyoming having personal jurisdiction over the indispensable parties named as defendants therein. The person bringing such action will be deemed to have consented to the personal jurisdiction of the state and federal courts located within the State of Wyoming and to service of process on such person in such action. Notwithstanding the foregoing, (i) the provisions of this article will not apply to suits brought to enforce any liability created by the Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts of the United States of America have exclusive jurisdiction and (ii) unless the Association consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, or rules promulgated thereunder.

Article XII

The action, procedure, or vote of the decentralized unincorporated nonprofit association which authorizes the transfer of real property of the Association and which authorizes a person to execute this statement of authority shall be duly administered using distributed ledger technology accounting for decentralized membership interests. Membership interests in the Association shall be represented by organization work tokens, serving as the only source of membership interests. These interests are managed by the governing principles, enabling decentralized decision-making, voting, and distribution processes. Membership interests may have restrictions on transferability inter alia, as specified in the governing principles, maintaining nonprofit missions.

Article XIII

These Articles of Organization may be amended by a majority vote of the membership interests participating in a vote, in accordance with the Association's governing principles. Such principles may warrant further exemptions from liability for participants. However, resignation of a participant shall not relieve such person of any obligation incurred, or commitment made by the member, before the resignation without such exemption can be claimed.

APPOINTMENT OF AGENT TO RECEIVE SERVICE OF PROCESS

I, WY Commercial Registered Agent LLC, registered office located at
75 E 3rd St, Sheridan, WY 82801

voluntarily consent to serve as the registered agent for WhyDRS, a nonprofit association which may be reached at the out of state address of 99 Wall Street #4640, New York, NY 10005.

I hereby certify that I am in compliance with the requirements of W.S. 17-32-101 through W.S. 17-32-129. My mailing address is 75 E 3rd ST, Sheridan, WY 82801.

Daytime Phone: 3073173131

Title: Customer Service Rep

Email: support@llcwyo.com

Signature: Dustin Lauer - WYCPA

Name: WY Commercial Registered Agent LLC

Date: 01 Jul 2024

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Organization, Statement of Authority, and Appointment of Agent on this July 1, 2024:

Christopher J. Van Kleeck II

Christopher J. Van Kleeck II, Organizer

Daytime Phone: (845) 803-1516

Email: chives.drs@gmail.com

Certificate of Completion

Summary

Document ID : 308D1664-_DQVID29HXTHCRGQ5LJ1WHIEDZJ5OJRFJWV88TTWX-E

Document Name : WhyDRS Nonprofit DAO Formation

Sent by : John Wooten <john.wooten@blocktransfer.com>

Organization : Block Transfer
99 Wall Street #4640, New York, NY, 10005

Sent on : Jul 1, 2024 15:27 EDT

Completed on : Jul 1, 2024 16:21 EDT

Sign order : Sequential

No. of documents : 1

Signers : 2

Receives a copy : 0

Approvers : 0

Recipients

 Chives Christopher J. Van Kleeck II
Signer chives.drs@gmail.com

Signature	Initial
	CV

Emailed on : Jul 1, 2024 15:27 EDT

Viewed on : Jul 1, 2024 15:32 EDT


Terms agreed on : Jul 1, 2024 15:33 EDT


Signed on : Jul 1, 2024 15:37 EDT

Accessed from : 76.131.86.178

Device used : Mobile

Authentication type : Email authentication

 WY Commercial Registered Agent LLC
Signer support@llcwyo.com

Signature


Emailed on : Jul 1, 2024 15:37 EDT

Viewed on : Jul 1, 2024 16:18 EDT

Terms agreed on : Jul 1, 2024 16:20 EDT

Signed on : Jul 1, 2024 16:21 EDT

Accessed from : 184.167.105.137

Device used : Web

Authentication type : Email authentication

Legal Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

Please read the following information carefully. By clicking the 'I agree' button, you agree that you have reviewed the following terms and conditions and consent to transact business electronically using Zoho Sign electronic signature system. If you do not agree to these terms, do not click the 'I agree' button.

Electronic documents

Please note that BlockTrans Syndicate ("we", "us" or "Company") will send all documents electronically to you to the email address that you have given us during the course of the business relationship unless you tell us otherwise in accordance with the procedure explained herein. Once you sign a document electronically, we will send a PDF version of the document to you.

Request for paper copies

You have the right to request paper copies of these documents sent to you electronically from secure.sign@blocktransfer.com. Alternatively, you also have the ability to download and print these documents sent to you electronically, and re-upload a scanned copy of the printed and physically signed documents. If you, however, wish to request paper copies of these documents sent to you electronically, you can write back to the sender.

To advise Block Transfer of your new email address

If you need to change the email address that you use to receive notices and disclosures from us, write to us at support@blocktransfer.com

System requirements

Compatible with recent versions of popular browsers such as Chrome, Firefox, Safari, and Internet Explorer. Zoho Sign is also available on iOS and Android devices.